

# Patrick J. Rao, Esq.

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## Summary

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Business focused, results oriented, process driven, corporate counsel with over 19 years of in-house experience. Proven track record of providing timely, legally correct, strategic business advice to senior executives and line management. Exceptional leadership, analytical and communication skills.

## Expertise

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Contract Negotiation	Corporate Investigations	Litigation Management
U.S. Government Contracting	Training	Corporate Compliance
Distribution and Franchise Law	Antitrust Counseling	Consumer Product Safety Act
Mergers and Acquisitions/Divestitures	Class Action Defense	Advertising Review

## Career Highlights

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- Direct and manage North American HVAC sales and service contract management organization; processing over 1,800 sales and service contracts and bids annually.
- Manage legal department with a budget exceeding \$2.5M and 16 legal professionals, including 6 attorneys, 5 contract managers, and 6 paralegals and professional support staff.
- Direct, manage and provide legal counsel to business unit, effectively mitigating significant risks while achieving over \$12.5B in annual sales.
- Supervised the defense of multimillion dollar consumer product related class action suits filed in four states and three provinces. Achieved dismissal in lead suit and successfully negotiated a favorable settlement on remaining actions.
- Coordinated the evaluation of potential product safety hazards, drafted required notices to the Consumer Product Safety Commission, and negotiated and administrated voluntary corrective action programs.
- Negotiated over 20 acquisitions and divestitures with transactional values between \$500K and \$20M. Supported all aspects of the transactions, including due diligence, negotiation, and drafting of final agreements.
- Legal counsel responsible for the sale and redevelopment of contaminated former manufacturing facilities resulting in cost avoidance of \$12.5M of environmental remediation costs and annual operating cost savings of \$3M.
- Created new Corporate Compliance position and implemented global compliance program including creation and implementation of new corporate policies; development of online training modules; implementation and supervision of global compliance audit program.

## Experience

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**PAR Technology Corporation** New Hartford, NY 2019-Present

PAR Technology Corporation is a global technology company that provides point of sale and management technology solutions to restaurants and retail establishments; and intelligence, surveillance, and reconnaissance solutions and mission systems support to the U.S. Government.

Associate General Counsel and Compliance Officer

2019 – Present

Provide counsel for responsible for providing strategic legal counsel with executives and senior level management in all aspects of corporate law and FCPA Compliance, and for implementing and managing the company's global Compliance Program.

**CONMED Corporation, Utica, NY**

2015-2019

CONMED Corporation is a global medical technology company that specializes in the development and sale of surgical and patient monitoring products and services in the Orthopedic, Sports Medicine, General

Compliance Director 2015 – Present

As CONMED's initial Compliance Director, am responsible for developing and implementing a global Compliance Program and reporting on compliance matters and initiatives to the President, board of directors, and other senior executives.

- Implemented cloud-based process for vetting and approval of over 100 foreign distributors and third party sales reps, and FCPA compliance audit program
- Developed global communication plan for relaunch of Company Hotline.
- Created training materials and conducted training on the Code of Ethics and various compliance topics, including antitrust compliance, bribery and the Foreign Corrupt Practices Act, and compliance with Health Care laws and regulations.
- Chaired corporate Compliance Committee, reviewing requests for over \$2.5M in annual requests Physician Consulting Agreements, Educational Grants, and other payments to physicians and other Health Care Practitioners.
- Conducted investigations into allegations of wrongdoing, including allegations of bribery, violations of company policies and other alleged improprieties, and recommended disciplinary and corrective actions for confirmed violations.

**United Technologies Corporation  
Building and Industrial Systems, Syracuse, NY**

1998 – 2015

A division of United Technologies Corporation (UTC), Building and Industrial Systems (formerly Carrier Corporation) is the world leader in the design, manufacture, sale and service of building technologies; including heating, ventilation and air conditioning (HVAC) equipment, building automation systems and controls, fire and security systems, and elevators and escalators.

Assistant General Counsel, BIS HVAC Americas

2006 – 2015

Direct, manage and provide counsel for a \$12.5B business including all North American Commercial and Residential HVAC Sales, Service and Building Automation business units. Develop and implement strategic legal counsel with executives and senior level management in all aspects of corporate law and environmental compliance including distribution and franchise law, antitrust law, class action defense and environmental, health and safety matters. Manage and lead a department of 16 legal professionals with a budget of over \$2.5M. Maintain and ensure compliance with global corporate records retention schedule and policy.

- Direct and manage North American sales and service contract management organization; developed and implemented standard work and process improvements that significantly improved contract turnaround time and client and customer satisfaction. Team successfully processes over 1,800 sales and service contracts and bids annually.
- Successfully guided a cross functional team's application and obtainment of a G.S.A. Schedule Award contract and developed an audit and compliance plan to ensure compliance with U.S. Government requirements.
- Legal counsel responsible for coordinating the sale and redevelopment of contaminated former manufacturing facilities, including a \$50M redevelopment of Carrier's Syracuse, New York campus. The redevelopment involved the demolition of 1.5M square feet of unused former manufacturing space, allowing Carrier to avoid \$12.5M of environmental remediation costs, and resulted in annual operating cost savings of \$3M.
- Directed and managed outside counsel on the defense of seven separate consumer class action lawsuits in the United States and Canada. Conducted the internal discovery process, witness preparation and development of trial and public relations strategies.

- Obtained dismissal of lead suit and negotiated favorable settlements of remaining actions.
- Supported the closure of an underperforming manufacturing facility and the corresponding negotiation and drafting of a private label supply agreement resulting in an estimated increase in sales of \$2M and 20% margin improvement.
- Created and implemented "Prudent Writing Workshop" for high risk functional employees to reduce the likelihood of employees creating harmful documents and e-mails.
- Provided legal and strategic guidance on the creation of a new competing distribution channel and the expansion of the existing distribution channel into internet sales.

Global Ethics and Compliance Officer, Carrier Corporation

2005-2006

As Carrier's Global Corporate Ethics and Compliance Officer, worked directly with United Technologies Corporation's Head Ethics and Compliance Officer and five other Business Unit Compliance Officers to update the UTC Code of Ethics and provided training on and enforcement of the Code globally. Managed and advised approximately 50 local compliance officers on ethics and compliance matters and conducted investigations of wrongdoing. Provided summaries of compliance matters for the board of directors and senior executives.

- Developed global communication plan for implementation of new Code of Ethics.
- Created and implemented antitrust compliance audit program.
- Created training materials and conducted training on the Code of Ethics and various compliance topics, including antitrust compliance, bribery and the Foreign Corrupt Practices Act, and conflicts of interest.
- Established, trained and supervised network of over 50 globally dispersed, local compliance officers, providing standard work for employee training and the reporting of and investigation into allegations of wrong doing.
- Conducted investigations into allegations of wrongdoing, including allegations of bribery, price fixing, accounting irregularities, theft, and sexual assault in the United States, Europe and Asia and recommended disciplinary actions for confirmed violations.

Senior Attorney, Carrier Transicold Division

2004 – 2005

Negotiated and drafted contracts for all aspects of Carrier's transport refrigeration business, including supply contracts, sales contracts and service agreements. Supported the entry into a new business segment, which included the acquisition of a European service depot and the formation of a Chinese joint venture. Led business unit's product safety counsel's investigation of alleged product safety hazards and recommending corrective actions.

- Updated dealer operating manual, drafted new procedures that fairly compensate competing dealers for cross territorial sales, while avoiding antitrust liability.
- Negotiated the formation of a joint venture with a Chinese owned refrigerated container service business in Tianjin, China, Carrier's entry into the service business.
- Led review into a safety related issue with bus air conditioning systems, and subsequently notified the National Highway Traffic Safety Administration of the issue. Assisted with the development of recall materials and the conduct of the recall.

Attorney, Carrier North American Operations

1998 – 2004

Counseled clients on business and legal phases of residential and commercial HVAC distribution channel. Coordinated strategic legal support of over twenty five acquisitions, conducting all due diligence and assisted in the negotiation and drafting of purchase and sale agreements. Led business unit's product safety counsel investigating alleged product safety hazards, making all necessary reports to the U.S. Consumer Product Safety Commission, and coordinating all corrective action programs. Supervised and managed consumer and customer product related litigation.

- Negotiated and drafted contracts for all aspects of Carrier's North American residential and commercial HVAC sales and services division.
- Created standard work and streamlined acquisition process resulting in improved closing time for acquisitions and a predictable, low cost fixed fee with outside counsel.
- Provided legal support for \$3.5B distribution channel, including distributor terminations and recruiting of new distributors.

- Negotiated new retail distribution agreement, expanding Carrier’s distribution network into big box retail space resulting in incremental sales of over \$17M annually.
- Guided the development of Carrier’s first franchise business, including the drafting of the Uniform Franchise Offering Circular, franchise agreement and license agreements.

**Syracuse University, College of Law**

Syracuse, NY

2011 – Present

*Adjunct Professor, General Counsel Applied Learning Class*

2011 – Present

Teach a seminar class for second and third year law students focused on issues faced by in-house lawyers. Developed course syllabus and teaching materials, conduct lectures, and review and grade student work.

*Adjunct Professor, Corporate Compliance Law Class*

2015 – Present

Developed new class on legal, ethics and compliance issues faced by corporations. Developed course syllabus and teaching materials, conduct lectures, and review and grade student work.

**Bond, Schoeneck and King, PLLC**

Syracuse, NY

1994-1998

Bond, Schoeneck and King is a full-service law firm that counsels individuals, companies, not-for-profits and public sector entities in a wide spectrum of practice areas.

*Associate, Trial Department*

Extensive experience in all phases of state and federal litigation, including arbitrations, hearings and trials; analysis of liability and litigation strategy; drafting pleadings and discovery; interviewing and preparing witnesses; conducting depositions; drafting an arguing motions and appeals; and negotiating and preparing settlement agreements. Diverse litigation and trial experience, including commercial litigation; employment litigation; product liability defense; insurance and personal injury defense; premises liability; and education and school law.

Licenses and Professional Affiliations

- Admitted to practice in New York State, the Northern and Western Districts of New York, Second Circuit Court of Appeals, and the United States Supreme Court
- Executive Committee, New York State Bar Association, Antitrust Section
- Member of the New York and Onondaga County Bar Associations
- Member of the American Bar Association, Antitrust Section

Publications and Presentations

- “Role of Compliance Teams and Mitigating Risk During M&A”, CBI MedDevice MedTech Compliance Congress, June 13, 2019.
- “Corporate Internal Investigations: Best Practices & Pitfalls”, Concero Corporate Compliance and Ethics Forum, December 4, 2017.
- “Best Practices for In-House Assessment and Management of Class Actions”, The Canadian Institute’s 13<sup>th</sup> Annual National Forum on Class Actions Litigation, September 20, 2012.
- “Counseling and Educating Your Corporate Client”, Introduction to Antitrust Law and Practice. National Business Institute, April 2008.
- “Inside Counsel Compliance Programs”, Antitrust Issues in Distribution, Anticipating Problems and Navigating the Product Distribution Maze. NYSBA, October 19, 2006.

## Education

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- Juris Doctor 1994, Cornell Law School
- Bachelor of Arts, Political Science, Magna Cum Laude, 1991, State University of New York at Buffalo

## Community and Volunteer Experience

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- Vice President, Mike Hart Family Foundation, Inc. 2013-present
- Boy Scouts of America,
  - Executive Vice President, Board of Directors, Longhouse Council 2017-present
  - Chair, Eagle Scout Recognition Dinner, Longhouse Council, 2014-present
  - Assistant Scout Master, Troop 66, Marcellus, New York, 2008-2015
  - Eagle Scout, 1987
- Co-Chair 2019 Wish Ball, Make-A-Wish of Central New York, Inc. 2018-2019
- Executive Sponsor, Carrier Corporation United Way Campaign, 2010-2015 (nominated for United Way of CNY's 2013 Campaign Volunteer of the Year)
- Member, Cornell Law School Alumni Board, 2010-2014
- Board of Directors, Onondaga Community College Foundation, 2006-2012
  - Chair, Investment Committee, 2009-2012
  - Chair, Corporate Development Committee, 2011-2012
- Board of Directors, Everson Museum of Art, 2003-2008